

### **LISTING OF CLAIMS**

This listing of claims will replace all prior versions, and listings, of claims in this application:

1. (Currently amended)      An article of footwear, comprising:
  - a midsole having a cut-out formed in the midsole, the cut-out having a shape and a thickness;
  - a removable display element having substantially the same shape and thickness as the midsole cut-out so as to be fittingly insertable into the midsole cut-out; and
  - an outsole having a transparent portion overlying the midsole cut-out;
  - wherein when the display element is inserted into the midsole cut-out, the display element is viewable through the transparent portion of the outsole.
2. (Original)    The article of footwear of claim 1, wherein the midsole is made of an opaque material.
3. (Original)    The article of footwear of claim 1, the outsole having a bottom, wherein the display element is viewable from the bottom of the outsole.
4. (Original)    The article of footwear of claim 1, wherein the shape of the midsole cut-out and the display element is circular.
5. (Original)    The article of footwear of claim 1, wherein the shape of the midsole cut-out and the display element is oval.
6. (Original)    The article of footwear of claim 1, wherein the midsole cut-out is located in the heel of the article of footwear.
7. (Original)    The article of footwear of claim 1, wherein the midsole cut-out is located in the forward portion of the article of footwear.

8. (Original) The article of footwear of claim 1, wherein the midsole cut-out is located in both the heel and the forward portion of the outsole of the article of footwear.
9. (Original) The article of footwear of claim 1, further comprising an insole having a cut-out having substantially the same shape as the midsole cut-out and the display element and aligned with the midsole cut-out for fittingly receiving the display element through the insole cut-out and into the midsole cut-out.
10. (Canceled)
11. (Original) The article of footwear of claim 1, further comprising a plurality of interchangeable display elements.
12. (Original) The article of footwear of claim 1, wherein the display element comprises a desired color.
13. (Canceled)
14. (Original) The article of footwear of claim 1, wherein the display element comprises logo indicia.
15. (Original) The article of footwear of claim 1, wherein the midsole comprises a resiliently compressible material.
16. (Original) The article of footwear of claim 1, wherein the display element comprises a resiliently compressible material.
17. (Canceled)
18. (Original) The article of footwear of claim 1, wherein the outsole comprises a wear-resistant material.

19. (Original) The article of footwear of claim 1, further comprising an upper attached to the midsole and outsole and defining a volume for enclosing a wearer's foot.

20. (Original) An article of footwear, comprising:

- a midsole having a cut-out formed in the midsole, the cut-out having a shape and a thickness;

- a midsole insert having substantially the same shape as the midsole cut-out so as to be fittingly insertable into the midsole cutout and a thickness less than the thickness of the midsole cut-out;

- a display element having substantially the same shape as the midsole cut-out so as to be fittingly insertable into the midsole cutout and a thickness less than the thickness of the midsole cut-out; and

- an outsole having a transparent portion overlying the midsole cut-out;

- wherein when the display element is inserted into the midsole cut-out and disposed between the midsole insert and the outsole, the midsole insert thickness and the display element thickness together are substantially the same as the midsole cut-out thickness, and

- wherein the display element is viewable through the transparent portion of the outsole.

21. (Original) The article of footwear of claim 20, wherein the midsole insert comprises a cushioning material.

22. (Original) The article of footwear of claim 20, wherein the midsole insert comprises a non-cushioning material.

23. (Currently amended) An article of footwear, comprising:

- a midsole made of an opaque material and having a cut-out formed in the midsole, the cut-out having a shape and a thickness;

- a plurality of removable interchangeable display elements, each of the display elements having a desired color and substantially the same shape and thickness as the midsole cut-out so as to be fittingly insertable into the midsole cut-out;

an outsole having a bottom and a transparent portion overlying the midsole cut-out; and  
an upper attached to the midsole and outsole and defining a volume for enclosing a  
wearer's foot;

wherein the midsole and the display element comprise a resiliently compressible material,  
and

wherein when the display element is inserted into the midsole cut-out, the display  
element is viewable through the transparent portion in the bottom of the outsole.

24. (Original) The article of footwear of claim 23, further comprising an insole having a cut-out  
having substantially the same shape as the midsole cut-out and the display element and aligned  
with the midsole cut-out for fittingly receiving the display element through the insole cut-out and  
into the midsole cut-out.

25. (Canceled)

26. (Currently amended) A method of making an article of footwear, comprising:

forming a cut-out in a midsole of the footwear, the cut-out having a shape and a  
thickness;

providing a removable display element having substantially the same shape and thickness  
as the midsole cut-out for fittingly inserting into the midsole cut-out;

forming a portion of an outsole of the footwear overlying the midsole cut-out from a  
transparent material; and

inserting the display element into the midsole cut-out so that the display element is  
viewable through the transparent portion of the outsole.

27. (Original) The method of claim 26, further comprising attaching the midsole and outsole to  
an upper defining a volume for enclosing a wearer's foot.

28. (Original) The method of claim 26, further comprising providing a plurality of the display  
elements, each of the plurality of display elements having a color or indicia, and interchanging  
the display elements in the midsole cut-out.

29. (Original) The method of claim 26, further comprising forming a cut-out in an insole of the footwear, the insole cut-out having substantially the same shape as the midsole cut-out and the display element and aligned with the midsole cut-out for fittingly receiving the display element through the insole cut-out and into the midsole cut-out.

30. (Canceled)

31. (New) An article of footwear, comprising:

- a midsole comprising a midsole cut-out having a shape and a midsole cut-out thickness;
- a removable display element having a display element thickness and substantially the same shape as the midsole cut-out so as to be fittingly insertable into the midsole cut-out;

- an insole comprising an insole cut-out having an insole cut-out thickness and substantially the same shape as the midsole cut-out and the display element and aligned with the midsole cut-out to fittingly receive the display element through the insole cut-out and into the midsole cut-out; and

- an outsole having a transparent portion overlying the midsole cut-out,
- wherein the display element thickness is substantially the same as the combined thicknesses of the insole cut-out thickness and the midsole cut-out thickness, and

- wherein when the display element is inserted into the midsole cut-out, the display element is viewable through the transparent portion of the outsole.